

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF ARIZONA

Case number (if known)

Chapter

7

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **Kovach, LLC**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **86-0252803**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

**3195 W Armstrong Place
Chandler, AZ 85286**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Maricopa

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) **N/A**

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.2381

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. Check all that apply:
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Attachment	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes.

Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*☐ Funds will be available for distribution to unsecured creditors.☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Kovach, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**


The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **11/26/2019**
MM / DD / YYYY

X 
Signature of authorized representative of debtor

David Tiffany

Printed name

davidt@kovach.net

Email Address of debtor

Title **CFO**

18. Signature of attorney

X **/s/ Bradley A. Cosman**
Signature of attorney for debtor

Date **11/26/2019**

MM / DD / YYYY

Bradley A. Cosman

Printed name

Perkins Coie LLP - Phoenix

Firm name

2901 N Central Avenue

Suite 2000

Phoenix, AZ 85012-2788

Number, Street, City, State & ZIP Code

Contact phone **602-351-8000**

Email address **bcosman@perkinscoie.com**

026223 AZ

Bar number and State

Debtor **Kovach, LLC**
Name

Case number (if known)

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF ARIZONA

Case number (if known) Chapter **7**

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FORM 201. VOLUNTARY PETITION

Pending Bankruptcy Cases Attachment

Debtor	WHPH Holdings, LLC	Relationship to you	Affiliate
District	Arizona	When	11/26/19
Case number, if known			
Debtor	WHPH Kovach Intermediate Holdings, LLC	Relationship to you	Affiliate
District	Arizona	When	11/26/19
Case number, if known			
Debtor	WHPH Kovach, Inc.	Relationship to you	Affiliate
District	Arizona	When	11/26/19
Case number, if known			

**WRITTEN CONSENT
IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS OF
WHPH HOLDINGS, LLC**

November 1, 2019

The undersigned, constituting all of the members of the of the board of directors (the “**Board**”) of WHPH Holdings, LLC, a Delaware limited liability company (the “**Company**”), pursuant to authority to act without in meeting in accordance with Section 7.4(c) of the Company’s Fifth Amended and Restated Limited Liability Company Agreement (the “**LLC Agreement**”), by execution hereof, do hereby consent to, adopt, and authorize the following resolutions in lieu of a meeting of the Board. The Board hereby agrees that the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned hereby waive all formal requirements, including any requirement to hold a formal meeting, and any requirement that notice of such meeting be given. The following resolutions are hereby adopted:

AUTHORIZATION OF BANKRUPTCY FILING

WHEREAS, Kovach, LLC, a Delaware limited liability company and indirect subsidiary of the Company (“**Kovach**”) sold substantially all of its assets and assigned certain of its liabilities to Kovach Enclosure Systems, LLC, a Delaware limited liability company (“**Buyer**”), under terms of the *Asset Purchase Agreement* among Kovach, Buyer, and Cadence Bank dated October 9, 2019 (the “**Transaction**”);

WHEREAS, the Board and the Board’s Transaction Committee previously authorized and approved the Transaction because, based on Kovach’s financial condition, liquidity issues, and solvency issues, the Transaction would provide Kovach with the best and most likely opportunity to preserve the most value for all of its constituents, including secured creditors, unsecured creditors, vendors, employees, and other stakeholders;

WHEREAS, the Transaction closed on October 21, 2019;

WHEREAS, following consummation of the Transaction, Kovach has ceased operating as a going concern;

WHEREAS, the Board has evaluated and considered strategies and alternatives to address Kovach’s financial and operational challenges in consultation with Kovach’s counsel;

WHEREAS, the Board has reviewed the historical performance of Kovach and the liabilities of Kovach that remain following consummation of the Transaction;

WHEREAS, the Board has analyzed financial and strategic alternatives available to Kovach, including those available on a consensual basis with the principal stakeholders of Kovach, and the impact of the foregoing on Kovach and its stakeholders;

WHEREAS, the Company is the Managing Member of WHPH Kovach Intermediate Holdings, LLC, a Delaware limited liability company ("**WHPH Holdings**") and, pursuant to Section 3.1 of WHPH Holdings' Limited Liability Company Agreement, the management of WHPH holdings is vested in the Managing Member, who has all authority, rights, and powers in the management of the Company to do any and all acts on behalf of WHPH Holdings;

WHEREAS, WHPH Holdings is the Sole Member of Kovach and, pursuant to Section 12 of the Amended and Restated Limited Liability Company Agreement of Kovach, the management of Kovach is fully reserved to the Sole Member;

WHEREAS, the Company is the sole shareholder of WHPH Kovach, Inc., a Delaware corporation ("**WHPH Kovach**");

WHEREAS, the Company, WHPH Holdings, and WHPH Kovach are each a direct or indirect holding company of Kovach and have no operations; and

WHEREAS, the Board desires to authorize, but not direct, the Company, WHPH Holdings, WHPH Kovach, and Kovach to file petitions seeking relief under the provisions of chapter 7 of title 11 of the United States Code ("**Bankruptcy Code**") in the United States Bankruptcy Court for the District of Arizona ("**Bankruptcy Court**").

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, WHPH Holdings, WHPH Kovach, Kovach, and their respective creditors, employees, stakeholders, and other interested parties that Company, WHPH Holdings, WHPH Kovach, and Kovach to file petitions seeking relief under the Bankruptcy Code;

FURTHER RESOLVED, that the Company, WHPH Holdings, WHPH Kovach, and Kovach, are authorized, but not directed, in all respects, to file petitions seeking relief under the Bankruptcy Code in the Bankruptcy Court;

FURTHER RESOLVED, that the Board or any person duly authorized by the Board (the "**Authorized Officer**") are authorized to execute, verify, and file any petitions, schedules, lists, and other papers or documents, and take and perform any and all further actions and steps the Board or the Authorized Officer deems necessary, desirable and proper in connection with the bankruptcy cases of the Company, WHPH Holdings, WHPH Kovach, and Kovach;

FURTHER RESOLVED, that the Board of the Authorized Officer may take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates, and to take any and all actions and steps deemed to be

necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful bankruptcy; and

FURTHER RESOLVED, that affixing of the individual signature of any of the Company's members of the Board or the Authorized Officer is necessary and sufficient to bind the Company with respect to any document necessary or appropriate to effectuate any of the foregoing resolutions.

OMNIBUS RESOLUTIONS

FURTHER RESOLVED, that any and all lawful actions taken by the Board and officers of the Company, in the name and on behalf of the Company, WHPH Holdings, WHPH Kovach, or Kovach, since the formation of the Company, WHPH Holdings, WHPH Kovach, or Kovach, whether or not such actions were previously authorized or subsequently ratified by the Board, be, and they hereby are, ratified, adopted and approved in all respects.

FURTHER RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the matters described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Company, the Board, or the Authorized Officer to take all actions necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and

[signature page follows]

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board, have executed this written consent as of the date first set forth above.

DocuSigned by:
Jeff Browning
833F38B48F5843D...

Jeffrey W. Browning

DocuSigned by:
Vernon Bryant
963DBFC060B94E3...

Vernon Bryant